

EXHIBIT 1

FROST CONTROL SYSTEMS
1400 E ANGELA BOULEVARD
SOUTH BEND, IN 46617



**FROST
CONTROL
SYSTEMS**

Chris,

On behalf of Frost Control Systems, I'm pleased to offer you a full-time position as **Regional Vice President**. Over the course of your recruitment you've demonstrated the kind of skills and values that FCS Leadership deeply appreciates. We would be thrilled to have you on our team!

Below are the terms of the offer:

- \$110,000 annual base-salary | paid monthly
- \$300 pre-tax commuter parking benefit | paid monthly
- Commission (paid monthly after units shipped):
 - 7% payout on new contracts
 - 3.5% on new contracts that are originated from Partnerships/BD
 - 3% on renewed contracts
 - \$750 for pilots/trials
- Equity Compensation:
 - 2000 Options Granted
 - *Subject to Board Approval
 - *Strike price is approximately \$7.00 per share
 - *Strike Price is subject to 409a valuation to determine Fair Market Value
 - *4 year vesting schedule
- 4 weeks of vacation per year
- 10 sick days
- Compensation and salary review in January 2021
- You are eligible for an annual company bonus, contingent on company performance. The company bonus and it's distribution is at the sole discretion of FCS Leadership Team.
- Your employment is at-will and either you or we may terminate your employment at any time, with or without notice.
- Benefits included and will start on June 1st. Including – Health insurance, dental, short/long term disability
- 401k will be offered starting in Q3 of 2020
- This is a remote based position that will require travel

We're hoping you can start on May 4th and spend several days that week at our HQ in South Bend for onboarding. . Please let me know what questions you have. Please acknowledge your acceptance below:

DocuSigned by:
Name: *Christopher L. Lianou*
Date: 4/8/2020 DA57DFE2183A465...

Thank you,

Patrick Baglien
Chief Operating Officer
574.340.6226
pbaglien@frostcontrols.com

CONTACT@FROSTCONTROLSYS.COM
WWW.FROSTCONTROLSYS.COM